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RECORDATION NO. 22673-Y FILED

DEC 22 '00 2:02 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 22, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of December 21, 2000. The primary document to which this is connected is recorded under Recordation No. 22673. We request that one copy of this document be recorded under Recordation No. 22673-Y.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessee:

Elgin, Joliet and Eastern Railway Company  
1141 Maple Road  
Joliet, IL 60432

A description of the equipment covered by the Memorandum of Lease Agreement consists of five 89-ton side discharge quad hopper cars numbered EJ&E 73175-73179, inclusive.

BALL JANIK LLP

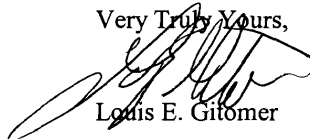
Honorable Vernon A. Williams  
December 22, 2000  
Page 2

A fee of \$ 26.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Elgin, Joliet and Eastern Railway Company, 1141 Maple Road, Joliet, IL 60432, covering five 89-ton side discharge quad hopper cars numbered EJ&E 73175-73179, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 22673-7 FILED

DEC 22 '00 2-02 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 21, 2000

between

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION  
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 2000 at \_\_:\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 21, 2000 by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and ELGIN, JOLIET AND EASTERN RAILWAY COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Railcar Lease Agreement dated December 14, 1999, and Interim Schedule No. 14, thereto, and incorporating the terms thereof, dated as of December 21, 2000 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

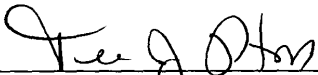
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

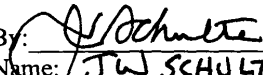
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING  
CORPORATION

By:   
Name: TERRY PRESTON  
Title: VICE PRESIDENT

ELGIN, JOLIET AND EASTERN RAILWAY  
COMPANY

By:   
Name: J.W. SCHULTE  
Title: VP FINANCE & CFO

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 21<sup>st</sup> day of December, 2000 before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that he~~she~~ is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, he~~she~~ signed such instrument as a free act on behalf of said corporation.

DANA L. WELKER  
[Seal] NOTARY PUBLIC  
BALTIMORE COUNTY

Dana L. Welker  
Notary Public

My commission expires:

November 12, 2003

STATE OF Pennsylvania )  
 ) ss.  
COUNTY OF Allegheny )

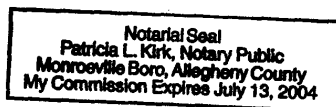
On this 20<sup>th</sup> day of December, 2000 before me appeared J.W. Schulte signed this instrument, who acknowledged that (s)he is the VP-Finance of ELGIN, JOLIET AND EASTERN RAILWAY COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Patricia L. Kirk  
Notary Public

My commission expires:

July 13, 2004



## **EXHIBIT NO. 1**

89-Ton Side Discharge Quad Hopper Cars

EJ&E 73175  
EJ&E 73176  
EJ&E 73177  
EJ&E 73178  
EJ&E 73179